

TEXMACO RAIL & ENGINEERING LIMITED

CIN: L29261WB1998PLC087404

Registered Office: Belgharia, Kolkata - 700056

Phone No.: (033) 2569 1500; Fax No.: (033) 2541 2448;

Website: www.texmaco.in, Email: texrail_cs@texmaco.in

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Twenty-Fourth Annual General Meeting of **TEXMACO RAIL & ENGINEERING LIMITED** will be held on **Friday, 30th September 2022 at 12 Noon (IST)** through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM'), to transact the following businesses.

The venue of the Meeting shall be deemed to be the Registered Office of the Company at Belgharia, Kolkata - 700056.

ORDINARY BUSINESS

Item No. 1

To consider and adopt the Audited Financial Statements including the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March 2022 and the Reports of the Board of Directors and the Auditors thereon.

Item No. 2

To declare dividend on Equity Shares for the financial year ended 31st March 2022.

Item No. 3

To appoint a Director in place of Mr. Akshay Poddar (DIN: 00008686), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 4

To appoint a Director in place of Mr. Ashok Kumar Vijay (DIN: 01103278), who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 5

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:-

"RESOLVED that pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs L. B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold such office

for a term of 5 (five) consecutive years from the conclusion of 24th Annual General Meeting ('AGM') till the conclusion of 29th AGM to be held in the year 2027, to conduct the audit at a remuneration, as may be decided by the Board of Directors of the Company in consultation with the Statutory Auditors."

SPECIAL BUSINESS

Item No. 6

To consider and if thought fit, to pass the following Resolution as an ORDINARY RESOLUTION:-

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), appointed as the Cost Auditors by the Board of Directors of the Company, to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2023, be paid a remuneration of ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses."

Item No. 7

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION:-

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Indrajit Mookerjee (DIN: 01419627), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as the Executive Director & Vice Chairman of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 2nd April 2023, on such terms and conditions as approved by the Board of Directors and as detailed in the Explanatory Statement annexed hereto."

Item No. 8

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION: -

"RESOLVED that pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules framed thereunder, and the applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ashok Kumar Vijay (DIN: 01103278), in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as the Executive Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1st January 2023, on such terms and conditions as approved by the Board of Directors and as detailed in the Explanatory Statement annexed hereto."

Item No. 9

To consider and if thought fit, to pass the following Resolution as a SPECIAL RESOLUTION: -

"RESOLVED that pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules framed thereunder, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the remuneration paid in excess of the limits prescribed under the provisions of the Act read with Schedule V, to Mr. Ashok Kumar Vijay (DIN: 01103278), Executive Director, being the remuneration agreed to be paid to him in the normal course and as detailed in the Explanatory Statement annexed hereto."

Belgharia
Kolkata - 700056
Dated: 12th August 2022

By the order of the Board
Ravi Varma
Company Secretary

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide General Circular No. 3/2022, ('MCA Circular') and the Securities and Exchange Board of India ('SEBI') vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 ('SEBI Circular') read with other relevant circulars have permitted the companies to conduct the Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), in compliance with the applicable provisions of the Companies Act, 2013 ('Act') & the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Accordingly, the AGM of the Company is being conducted through VC / OAVM facility.

As allowed by the MCA Circulars, participation of Members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.

The Company has availed the services of M/s. KFin Technologies Limited, who is also the Registrar & Share Transfer Agent ('RTA') of the Company ('KFin'), for providing remote e-voting facility & e-voting facility during the AGM ('Instapoll') and to conduct the AGM through VC.

Members may note that VC / OAVM facility provided by KFin allows participation of 2000 Members on first-come-first-served basis.

Large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Chairperson(s) of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction for attending the AGM.

The Board of Directors of the Company has appointed Ms. Geeta Roy Chowdhury, Practicing Company Secretary (Membership No. F7040) as the Scrutinizer to conduct the process of the AGM in a fair and transparent manner ('Scrutinizer').

The instructions for participation by Members are given in the subsequent paragraphs.

2. In compliance with the above provisions and the circulars as stated in sl. no. 1, the Notice of the AGM and the Annual Report for the financial year 2021-22 are being sent to all the Shareholders of the Company through electronic mode whose email addresses are registered with the Depository Participant(s) / RTA / the Company.

The Notice and the Annual Report will also be available on the website of the Company at www.texmaco.in, the Stock Exchanges, where the equity shares of the Company are listed, i.e., BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com, respectively and website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>

- Those Shareholders who are holding shares in physical mode and have not yet registered / updated their email address / mobile no. with the Company / RTA, are requested to visit the portal provided by the RTA at <https://ris.kfintech.com/client services/mobile reg/mobileemailreg.aspx> to register / update their email address / mobile no.
- Alternatively, Shareholders may send a scanned copy of request letter providing their email address and mobile no. duly signed by the Shareholder (first shareholder in case of joint shareholding) along with cancelled cheque leaf, self-attested copies of PAN card at einward.ris@kfintech.com
- Those Shareholders who are holding shares in dematerialised mode and have not registered / updated their email address / mobile no. with their Depository Participant(s), are requested to register / update their email address with the relevant Depository Participant(s).

3. **The Explanatory Statement pursuant to Section 102 of the Act and the Listing Regulations setting out the material facts relating to the businesses at Item nos. 5 to 9 of the Notice as set out above is annexed hereto.**

The Board of Directors of the Company has considered and decided to include the above mentioned Items as Ordinary / Special business, as they are unavoidable in nature.

4. In terms of Section 152 of the Act, Messrs Akshay Poddar (DIN: 00008686) and Ashok Kumar Vijay (DIN: 01103278) retire by rotation and being eligible, seek re-appointments at the ensuing AGM.

The Board of Directors recommends their re-appointments. Additional information in respect of their re-appointments, pursuant to the Listing Regulations and the Secretarial Standards issued by the Institute of Company Secretaries of India forms a part of this Notice.

5. **A Member entitled to attend and vote at the AGM may appoint a Proxy to attend and vote on a poll on his / her behalf, and the Proxy need not be a Member of the Company. Since the AGM is being held through VC / OAVM pursuant to circulars issued by the MCA and**

the SEBI, the requirement of appointing proxies is not applicable. THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE SINCE THE AGM IS BEING HELD THROUGH VC / OAVM.

6. Corporate / Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are entitled to appoint authorised representatives to attend and vote at the AGM. They are required to send a certified copy of Board Resolution, Authority letter (PDF/JPG format) etc., authorising their representative(s) to attend and vote at the AGM, to the Scrutinizer through e-mail at geetaroychowdhury@gmail.com with a copy marked to einward.ris@kfintech.com.

Corporate / Institutional Shareholders are encouraged to attend and vote at the AGM.

7. **The Register of Members of the Company will remain closed from Saturday, 24th September 2022 to Friday, 30th September 2022 (both days inclusive).**
8. Voting rights will be reckoned on the paid-up value of Equity Shares registered in the name of the Members as on **Friday, 23rd September 2022** ('cut-off date'). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or Instapoll.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in this Notice of the AGM, will be available only through electronic mode for inspection by the Members during the AGM. The Audited Financial Statements including the Audited Consolidated Financial Statement of the Company, the Reports of the Board of Directors and the Auditors thereon with all other documents of the Company annexed or attached and the certificate of ESOP pursuant to the SEBI (Share Based Employee Benefits) Regulations, 2014, are also available for inspection through electronic mode by the Members of the Company from the date of circulation of this Notice up to the date of the AGM. Members seeking inspection of such documents are requested to send an email at evoting_texrail@texmaco.in.

11. To support the 'Green Initiative', Members are encouraged to register / update their e-mail address with the Company / Depository Participant(s) / RTA, as the case may be, so that they can receive all future communication / Notices from the Company through electronic mode.
12. The SEBI has mandated the submission of PAN by every participant in the securities market. In line with the SEBI mandate and the Listing Regulations, Members are also requested to update / provide their Bank account details to the Depository Participant(s) or, as the case may be, to RTA / the Company in order to avail the electronic payment facility. Also, Member (s) holding equity shares in physical form are requested to notify about any change in their address / PAN / Bank Mandate, to the Company / RTA.
13. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA's website at <https://ris.kfintech.com/clientservices/isc/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
14. In accordance with Regulation 40 of the Listing Regulations, effective 1st April 2019, any transfer of shares of listed companies shall not be processed unless they are held in dematerialised form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialised.
15. Members whose dividend(s) have remain unclaimed, are requested to claim the same by writing to the Company's RTA, i.e. KFin. Members are requested to note that the dividends remaining unclaimed for a period of seven consecutive years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund ('IEPF'). In addition, all equity shares in respect of which dividends have not been paid or claimed for seven consecutive years or more shall also be transferred by the Company to the demat account of the IEPF. Individual communication have been sent to all concerned Members whose equity shares are due for transfer to the IEPF, informing them to claim their unpaid/unclaimed dividend before the due date to avoid transfer to the IEPF Authority.

16. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from the dividend paid to the Members at prescribed rates under the Income-tax Act, 1961 ('IT Act'). In general, to enable compliance with TDS requirements, Members are requested to provide and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and for getting the Tax Exemption on the Dividend Amount, shareholders are requested to visit the RTA's website at <https://ris.kfintech.com/form15/> or may send an email to RTA with the complete set of Tax Exemption Documents at einward.ris@kfintech.com.
17. Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through ECS or any other means are requested to send the following documents to our RTA - KFin: a) Form No. ISR-1 duly filled and signed by the holders and details relating to the bank account viz. Name of the Bank, Bank Account Number, IFSC code, Copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly, Self-attested copy of the PAN Card, Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company, to enable the Company to make the payment of dividend through electronic mode. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company

will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. The Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

18. Remote e-voting

- A. In terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is providing its Members the facility of remote e-voting to exercise votes electronically on the Resolutions proposed to be passed at the AGM. The Company is also providing the facility of Instapoll.
- B. The instructions for remote e-voting are as under:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 on "e-voting facility provided by Listed entities", Individual shareholders holding shares in demat mode are allowed to vote through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email addresses in their demat accounts with their respective Depository Participants in order to access the e-voting facility

NSDL

A. NSDL IDeAS facility

1. Shareholders who are already registered for IDeAS facility, may follow the procedure as mentioned below:

- Visit the website of NSDL at <https://eservices.nsdl.com>
- Click on the "Beneficial Owner" icon under 'IDeAS' section.
- On the new page, enter your user ID and Password.
- Post successful authentication, click on "Access to e-Voting".
- Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.

2. Shareholders who are not registered for the IDeAS facility, may follow the procedure as mentioned below:

- Visit the website of NSDL at: <https://eservices.nsdl.com>
- Select "Register Online for IDeAS"
- Proceed with completing the required fields.
- Follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

CDSL

A. CDSL Easi / Easiest facility

1. Shareholders who are already registered for Easi / Easiest facility, may follow the procedure as mentioned below:

- Visit the website of CDSL at www.cdslindia.com
- Navigate to "Login" option and click on "New System Myeasi". Alternatively, shareholders may visit at <https://web.cdslindia.com/myeasi/home/login>
- Login with user ID and password.
- Shareholders will reach the e-voting page without any further authentication.
- Click on e-voting service provider name (i.e. KFin) for casting the vote during the remote e-voting period.

2. Shareholders who are not registered for the Easi/Easiest facility, may follow the procedure as mentioned below:

- To register for Easi facility visit: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
Alternatively, to register for Easiest facility visit: <https://web.cdslindia.com/myeasi/Registration/EasiestRegistration>
- Proceed with completing the required fields.
- Follow the steps as stated in point no. 1 for casting the vote during the remote e-voting period.

NSDL	CDSL
B. Alternatively, the Shareholders may vote through the e-voting website of NSDL by following the procedure as mentioned below: (i) Visit the e-voting website of NSDL at: https://www.evoting.nsdl.com/ (ii) Click on the icon "Login" available under 'Shareholder/ Member' section. (iii) Enter User ID (i.e. sixteen digit demat account number held with NSDL), select Password/OTP and enter the Verification Code as shown on the screen. (iv) Post successful authentication, you will be redirected to the page wherein you can see the e-voting page. (v) Click on Company name ("Texmaco Rail & Engineering Limited") or e-voting service provider name (i.e. KFin) and you will be re-directed to KFin website for casting the vote during the remote e-voting period.	B. Alternatively, the Shareholders may vote through the e-voting website of CDSL by following the procedure as mentioned below: (i) Visit the website of CDSL at: www.cdslindia.com (ii) Navigate to e-voting section. (iii) Provide sixteen digit demat account number and PAN. (iv) The Shareholder will receive OTP on his registered Mobile & Email address as recorded in the demat Account. (v) Post successful authentication, Shareholder will be provided link for the respective e-voting service provider (i.e. KFin) for casting their vote during the remote e-voting period.

Access of e-voting to Individual Shareholders (holding shares in demat mode) through their depository participants.

Shareholders can also login using the login credentials of their demat account number through the relevant Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged in, Shareholders will be able to see e-voting option. Click on e-voting option it will redirect to NSDL / CDSL Depository site after successful authentication.

Click on Company name ('Texmaco Rail & Engineering Limited') or e-voting service provider name ('KFin') and the shareholder will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID / Forget Password option available at websites of NSDL and CDSL.

Members facing any technical issue can contact NSDL / CDSL on the following details.

NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 224 430	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Access to KFin e-voting system in case of individual shareholders holding shares in physical mode and non- individual shareholders holding shares in demat mode.

- Open your web browser during the remote e-voting period and navigate to <https://emeetings.kfintech.com>
- Enter the login credentials (i.e. user ID and password mentioned in the email sent to those Shareholders, who have registered their email addresses). Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote .

- Put User ID and password as initial password / PIN in the window opened in step i. above. Click Login.
- You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0- 9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update any contact details like mobile, e-mail address, etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your

password with any other person and take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e. Texmaco Rail & Engineering Limited.
- vii. On the voting page, the Resolution description along with the number of equity shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/ dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click 'OK' else 'CANCEL' and accordingly modify your vote. Once confirmed, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times until you have confirmed your votes on the Resolutions.
- ix. Any person who becomes a Member of the Company after the dispatch of the Notice and holds Equity Shares as on the cut-off date i.e., **Friday, 23rd September 2022** may approach KFin for issuance of the User ID and Password for exercising their right to vote by electronic means by the following procedure:
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD<SPACE>E-voting Event number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:
MYEPWDIN<SPACE>12345612345678

Example for CDSL:
MYEPWD<SPACE>1402345612345678

Example for Physical: Event No.
XXXXMYEPWDXXXX1234567
 - b) If the email address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the Member may click 'FORGOT PASSWORD' and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Member may call KFin helpdesk at the toll free number 1800 309 4001.

d) Member may send an email request to einward.ris@kfintech.com.

19. The remote e-voting period commences **at 9:00 a.m. on Monday, 26th September 2022** and ends at **5.00 p.m. on Thursday, 29th September 2022**. During this period, Shareholders of the Company holding Equity Shares either in physical form or in dematerialised form, as on the cut-off date i.e. **Friday, 23rd September 2022** may cast their vote electronically.

The e-voting module shall be blocked for voting thereafter. Once, the vote on a Resolution is cast by the Shareholder, such Shareholder shall not be allowed to change it subsequently.

20. Members who have already casted their vote through remote e-voting cannot vote again at the e-voting during the AGM. However, such Member shall be entitled to attend the AGM.

21. Instructions for attending the AGM through Video Conference:

- A. Members will be provided with a facility to attend the AGM through VC platform provided by KFin. Members are required to login at <https://emeetings.kfintech.com>, by using the remote e-voting credentials. The link for AGM will be available in Shareholder/Members login where the 'EVENT' and the name of the Company can be selected.
- B. The facility for joining the AGM shall be kept open from 11:45 a.m. i.e. 15 minutes before the scheduled time for commencement of the AGM, and may be closed at 12:15 p.m., i.e. upon the expiry of 15 minutes after such scheduled time.
- C. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.

Those Shareholder who are holding equity shares in physical form may send an email at einward.ris@kfintech.com for obtaining the User ID and Password, or by following the procedure as mentioned in point no. 18 of this Notice.

- D. Members can participate in the AGM through their desktops / mobile phones / laptops etc. Members will also have the option to turn on their camera during the AGM. However, for better experience and smooth participation, it is advisable to join the AGM meeting through desktops / laptops with high-speed internet connectivity. Members are encouraged to join the Meeting through laptops / desktops with Google Chrome (preferred browser), Safari,

Internet Explorer, Microsoft Edge, Mozilla Firefox 22. It is recommended to use Stable Wi-Fi or LAN connection to mitigate issues relating to internet connectivity.

- E. **Speaker registration:** Shareholders who would like to express their views/ask questions during the AGM, may log into <https://emeetings.kfintech.com>, click on "Post your Queries" and post their queries/views/questions in the window provided by mentioning the name, DP ID Client ID/ Folio No, email address and mobile number. Please note that, questions of only those Shareholders who continue to hold the shares as on the cut-off date, will be answered. The window period for posting the questions shall commence at **9:00 a.m. on Monday, 26th September 2022** and close at **5:00 p.m. on Wednesday, 28th September 2022**. Those Members who have registered themselves as a speaker will only be allowed to speak / express their views or ask questions during the AGM. Due to limitations of transmission and coordination during the Q&A session, the Company may restrict the number of speakers.
- F. In case of any query regarding e-voting or technical assistance for VC participation, members may contact KFin Helpdesk at the toll free No. 1800 309 4001 or write at evoting@kfintech.com.
- 22. Instructions for Members for e-voting during the AGM :**
- A. Participation of members through VC will be reckoned for the purpose of Quorum for the AGM as per section 103 of the Act.
- B. Only those Shareholders, who are present at the AGM and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system i.e. "Instapoll," available during the AGM.
- C. The e-voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the Chairman during the AGM proceedings. Shareholders shall click on the same to take them to the "Instapoll" page.
- D. Members need to click on the "Instapoll" icon to reach the Resolution page and follow the instructions to vote on the Resolutions.
23. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx> or contact KFin helpdesk at Toll free No. 1800 309 4001 or any grievance may be addressed to KFin at einward.ris@kfintech.com or may be addressed to the Company at the e-mail ID evoting_texrail@texmaco.in.
24. The Results of the e-voting will be declared on or after the date of the AGM i.e. **30th September 2022**. The declared Results, along with the scrutinizer Report will be available on the website of the Company at www.texmaco.in and on the website of KFin <https://evoting.kfintech.com/> Such Results will also be forwarded to the Stock Exchange(s), where the equity shares of the Company are listed.
25. Shareholders who are not the Members of the Company as on the Record Date shall treat this Notice for information purpose only.

Event Dates	
Day , Date & Time of AGM	Friday, 30 th September 2022 at 12 Noon (IST)
Cut-off date for E-voting	Friday, 23 rd September 2022
E-voting Opening and Closing Date & Time	Monday, 26 th September 2022 at 9:00 a.m. & Thursday, 29 th September 2022 at 5:00 p.m.
Speaker Registration window Opening and Closing Date & Time	Monday, 26 th September 2022 at 9:00 a.m. & Wednesday, 28 th September 2022 at 5:00 p.m.
Link to attend the AGM	https://emeetings.kfintech.com/

Explanatory Statement

ORDINARY BUSINESS

Item No. 5

At the 19th Annual General Meeting ('AGM') held on 16th September, 2017, the Members had approved the appointment of Messrs L. B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E) as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 19th AGM till the conclusion of the 24th AGM of the Company. Messrs L. B. Jha & Co. will complete its present term on conclusion of this AGM.

The Board of Directors considering the experience & expertise and based on the recommendation of the Audit Committee, at its Meeting held on 12th August 2022 has approved the re-appointment of Messrs L. B. Jha & Co., Chartered Accountants (Firm Registration No. 301088E), as the Statutory Auditors of the Company for a term of further 5 (five) consecutive years from the conclusion of this AGM till the conclusion of 29th AGM to be held in the year 2027, at such remuneration, as recommended by the Audit Committee and as may be decided by the Board of Directors of the Company. The re-appointment is subject to approval of the shareholders of the Company.

The remuneration to be paid to Statutory Auditors during the term shall be mutually agreed between the Board of Directors and Statutory Auditors, from time to time.

Messrs L. B. Jha & Co., is a renowned firm of Chartered Accountants (*peer reviewed*) established in 1934 and having offices at Kolkata, Mumbai and Delhi.

They offer a wide range of professional services and have rich experience in taxation, audit and assurance, consultancy, business advisory and other compliance services.

Messrs L. B. Jha & Co. has consented to its appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Companies Act, 2013. Messrs L. B. Jha & Co. has also provided confirmation that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid certificate issued by the 'Peer Review Board' of the ICAI.

A certificate issued by the aforementioned firm confirming their eligibility for re-appointment as Statutory Auditors is available for electronic inspection from the date hereof up to the date of the AGM.

The proposed remuneration to be paid to Messrs L. B. Jha & Co. for the financial year 2022-23 will be in the range of ₹ 20,00,000 (Rupees Twenty Lakh) to ₹ 30,00,000 (Rupees Thirty Lakh).

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 5 by way of an Ordinary Resolution.

SPECIAL BUSINESS

Item No. 6

The Board of Directors on the recommendation of the Audit Committee, at its Meeting held on 12th August 2022 has approved the appointment of Messrs DGM & Associates, Cost Accountants (Firm Registration No. 000038), as the Cost Auditors to conduct the Audit of the Cost Records of the Company for the financial year ending 31st March 2023 at a remuneration of ₹ 2,50,000 (Rupees Two Lakh Fifty Thousand) plus applicable taxes and out-of-pocket expenses as incurred from time to time.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditors is required to be ratified by the Members of the Company.

A certificate issued by the aforementioned firm confirming their eligibility for appointment as Cost Auditors is available for electronic inspection from the date hereof up to the date of the AGM.

None of the Directors or Key Managerial Personnel including their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed Resolution except to their Shareholding interest, if any, in the Company.

The Board of Directors recommends the passing of the proposed Resolution as set out at Item no. 6 by way of an Ordinary Resolution.

Item No. 7

Mr. Indrajit Mookerjee, Managing Director of the Company w.e.f. 2nd April, 2020, was re-designated as the Executive Director & Vice Chairman of the Company w.e.f. 1st January 2022 till 1st April 2023.

In view of his vast experience & valuable contribution, the Board of Directors at its Meeting held on 12th August 2022, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders, has approved re-appointment of Mr. Mookerjee as the Executive Director & Vice Chairman of the Company, for a further

period of 3 (three) years with effect from 2nd April 2023. The Company has received a valid notice in terms of section 160 of the Companies Act, 2013 ('Act') proposing the candidature of Mr. Mookerjee for the office of Director.

In view of the background and rich experience of Mr. Mookerjee, it will be in the interest of the Company that he continues as the Executive Director & Vice Chairman of the Company. The Board of Directors is of the opinion that his in-depth knowledge & diverse experience will be of great value to the Company.

The following additional information as required under Schedule V to the Act are given below:

I. General Information:

(i) Nature of Industry:

The Company is, inter-alia, involved in the business of manufacturing of rolling stock, hydro mechanical equipments, steel castings, Rail EPC, bridges and other steel structures.

(ii) Date or expected date of commencement of commercial production:

The Company was incorporated on 25th June 1998. The Heavy Engineering and Steel Foundry businesses of the then formed Company namely, Texmaco Limited were demerged into this Company. The operation of the plants of Texmaco Limited were started in 1939.

(iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

(iv) Financial performance based on given indicators – (as per audited financial statements for the year ended 31st March 2022):

Particulars	(₹ in Crores)
Gross Turnover	1814.42
Other Income	31.49
Net profit as per Statement of Profit & Loss (After Tax)	18.29

(v) Foreign investments or collaborators, if any:

Not Applicable.

II. Information about the appointee:

(i) Background details:

Mr. Indrajit Mookerjee, aged 74 years, earned his Masters Degree (MS in Chemical Engineering) from

Georgia Institute of Technology, Atlanta, USA (also known as Georgia Tech.) and did his B. Tech (Hons) Degree in Chemical Engineering from the Indian Institute of Technology, Kharagpur. He has been one of the members authoring an important research paper for National Bureau of Standards, Boulder, Colorado, USA. He later also participated in an advanced Executive Development Program under Columbia University, NY, USA. Mr. Mookerjee was Director – Business Development of Praxair Asia Inc., located in Singapore prior to becoming founder Managing Director of Praxair India Private Limited and Jindal Praxair Oxygen Co. Limited.

He has also served on the Board of Oriental Carbon & Chemicals Limited. He was the Managing Director of Lorch Welding Products Private Limited.

He later joined Vedanta group and apart from being a Director on Bharat Aluminium Company Limited, he was also appointed as the Managing Director of India Foils Limited on a secondment assignment and successfully turned around the business before divestment.

Mr. Mookerjee had held the position of President of American Chamber of Commerce, and the Chairman of CII, Bengaluru Chapter. He had been the President of Tollygunge Club Limited, Calcutta in the year 2016-17. He is an active social worker.

(ii) Past remuneration during the financial year ended 31st March 2022:

Name of the Executive Director & Vice Chairman	Amount (₹ in Crores)
Mr. Indrajit Mookerjee	0.80

(iii) Recognition or awards:

Stated under background details above.

(iv) Job Profile and his suitability:

Stated under background details above.

(v) Remuneration proposed:

Pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions read with Schedule V to the Act together with the Rules framed thereunder (including any statutory modification(s) or re-enactments(s) thereof), Mr. Indrajit Mookerjee is proposed to be re-appointed as the Executive Director & Vice Chairman of the Company on the following terms and conditions: